

ITEL

RECORDATION NO. 9756-2 Filed 1425**Istel Rail Corporation****MAY 22 1984 -2 22 PM**55 Francisco
San Francisco, California 94133
(415) 955-9090
Telex 34234

May 4, 1984

INTERSTATE COMMERCE COMMISSION**4-143AD60**

No.

MAY 22 1984

Date

Fee \$10.00.....

ICC Washington, D. C.

Mr. James H. Bayne, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Bayne:

Pursuant to 49 U.S.C. Section 11303(a) and the Interstate Commerce Commission's rules and regulations thereunder, I enclose herewith on behalf of Istel Rail Corporation for filing and recordation as an additional filing under the Lease Agreement dated April 26, 1978 between Istel Corporation, Rail Division (predecessor in interest to Istel Rail Corporation) and the East Camden and Highland Railroad Company, which Lease Agreement was filed on October 11, 1978 and given I.C.C. Recordation No. 9756, four counterparts of the following document:

Amendment No. 10 dated March 30, 1984 to the Lease Agreement dated April 26, 1978 between Istel Corporation, Rail Division and East Camden and Highland Railroad Company.

The names and addresses of the parties to the aforementioned Amendment are:

1. East Camden and Highland Railroad Company
Box 3180
Camden, Arkansas 71707
2. Istel Rail Corporation
55 Francisco, 7th Floor
San Francisco, California 94133

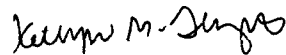
The equipment covered by this Amendment is one hundred (100) 50'6" general purpose boxcars, A.A.R. mechanical designation XP, bearing reporting marks from within the series EACH 2351-1500.

Also enclosed is a check in the amount of \$10.00 for the required recording fee.

Mr. James H. Bayne, Secretary
May 4, 1984
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Please stamp all counterparts of the enclosed Amendment with your official recording stamp. You will wish to retain one (1) counterpart of the document for your files; it is requested that the remaining three (3) counterparts be returned to the bearer of this document.

Sincerely,



Kathryn M. Thyret
Legal Assistant

KMT/csh
Enclosures

cc: Robert S. Clark, Esq.
Senior Trust Officer
First Security Bank of Utah, N.A.
Corporate Trust Division
79 South Main Street
Salt Lake City, Utah 84125

Virginia Hanger
IteI Rail Corporation

L-0673
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RECORDATION NO. 9756-8 Filed 1425

AMENDMENT NO. 10 MAY 22 1984 -2 22 PM

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 10 (the "Amendment") to that certain Lease Agreement (the "Agreement") made as of April 26, 1978 between **Itel Corporation, Rail Division** and **EAST CAMDEN AND HIGHLAND RAILROAD COMPANY** ("Lessee") is made this 30th day of March, 1984, by and between **ITEL RAIL CORPORATION**, as successor in interest to Itel Corporation, Rail Division ("Lessor") and Lessee.

W I T N E S S E T H :

WHEREAS, Lessor and Lessee are parties to the Agreement, pursuant to which five hundred (500) boxcars ("Cars") described therein have been leased by Lessor to Lessee.

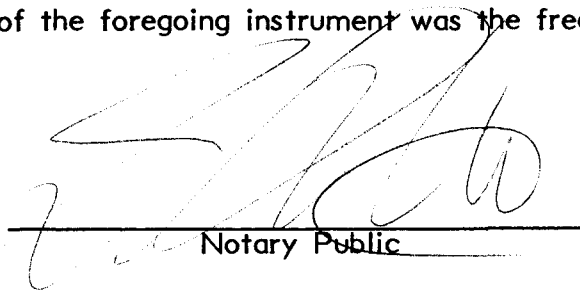
WHEREAS, Lessor and Lessee agree that it is to their mutual benefit to place for a period of time up to one hundred (100) Cars from within the series EACH 2351-2500 (hereinafter individually called "Boxcar" or collectively called the "Boxcars") into an assignment pool on the railroad lines of another party in order to improve the utilization of and revenue from the Boxcars.

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties hereto agree to amend the Agreement as follows:

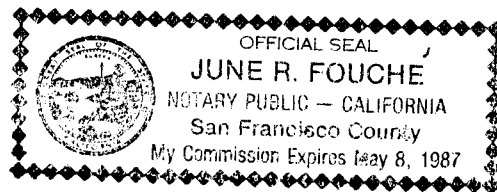
1. All terms defined in the Agreement shall have their defined meanings when used in this Amendment.
2.
 - A. Lessor and Lessee agree that the Boxcars should be placed for the period of time specified in the Assignment Agreement (as hereinafter defined in Subsection 2.B.) into an assignment pool on the railroad lines of Illinois Central Gulf Railroad ("ICG") in order to improve the utilization of and revenue from the Boxcars.
 - B. For the purposes of paragraph 13 of the Agreement, Lessor hereby grants Lessee full power and authority to enter into, in the name of Lessee, an assignment agreement (to be hereinafter referred to as "Assignment Agreement") with ICG covering the Boxcars. Under said Assignment Agreement, Lessee shall be empowered to place the Boxcars in the possession of the ICG and ICG shall be entitled to utilize the Boxcars in interline revenue service under Lessee's reporting marks. The terms and conditions of the Assignment Agreement shall be subject to Lessor's approval. Lessee agrees to take appropriate action to terminate the Assignment Agreement on the date of the next termination opportunity upon receiving instructions from Lessor to do so.
 - C. The Agreement shall remain in effect with respect to all of the cars subject to the Agreement, including the Boxcars, except that during the period from the compliance date ("Compliance Date" as hereinafter defined) to and including the expiration or termination date of the Assignment Agreement (to be hereinafter referred to as the "Ending

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO) ss:

On this 23 day of April, 1984, before me personally appeared J. Douglass Coates, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing Amendment No. 10 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



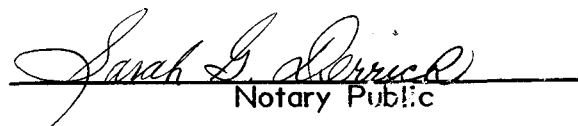
Notary Public



STATE OF ARKANSAS)
)
COUNTY OF OUACHITA) ss:

On this 9th day of APRIL, 1984, before me personally appeared DON E. GHENT, to me personally known, who being by me duly sworn says that such person is EXE. VICE-PRESIDENT of East Camden and Highland Railroad Company, that the foregoing Amendment No. 10 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

MY COMMISSION EXPIRES 11-15-84



Notary Public